

**UNITED STATES DISTRICT COURT
SOUTHERN DISTRICT OF NEW YORK**

USDC SDNY DOCUMENT ELECTRONICALLY FILED DOC #: _____ DATE FILED: <u>1/15/2016</u>

ADELA BAI., Individually and on Behalf of
All Others Similarly Situated,

Plaintiffs,

vs.

TCP INTERNATIONAL HOLDINGS LTD.,
KAREL ROBERT DEN DAAS, ELLIS YAN,
and BRIAN CATLETT

Defendants.

No. 1:15-cv-08889(GHW)

ECF Case

MEMORANDUM ENDORSED

**STIPULATION TO TRANSFER THIS
ACTION TO THE UNITED STATES
DISTRICT COURT FOR THE
NORTHERN DISTRICT OF OHIO
PURSUANT TO 28 U.S.C. § 1404(a)**

Plaintiff Adela Bai, individually and on behalf of all others similarly situated (the “Plaintiffs”), and the defendants¹ in the above-captioned action (collectively, the “Parties”) hereby stipulate as follows:

1. There are two nationwide class action cases pending in United States district courts alleging that defendant TCP International Holdings Ltd. (“TCP”) committed violations of the federal securities laws by making materially false and misleading statements and omissions in certain public statements and filings with the U.S. Securities and Exchange Commission (“SEC”).

2. The first case, *Sohal v. Yan, et al.*, Case No. 1:15-cv-00393 (“*Sohal*”), is a consolidated class action first filed on March 2, 2015, in the United States District Court for the Northern District of Ohio.² The *Sohal* action asserts securities claims based on allegations that TCP

¹ Defendants TCP International Holdings Ltd., Brian Catlett, and Karel Robert den Daas received waiver of service forms on December 22, 2015. These defendants signed and returned the waiver of service forms on January 8, 2016. Defendant Ellis Yan received a waiver of service form on December 23, 2015. This defendant signed and returned the waiver of service form on January 12, 2015.

² Two substantially similar securities class actions, *Williams v. Yan, et al.*, Case No. 1:15-cv-00398, and *Leach v. TCP International Holdings Ltd, et al.*, Case No. 1:15-cv-00917, were consolidated with the *Sohal* action on May 29, 2015. The *Leach* action was initially filed in this Court on March

made materially false and misleading statements and omissions in TCP's Registration Statement and Prospectus filed in connection with its June 26, 2014 Initial Public Offering, and during the time period from June 26, 2014, to February 26, 2015.

3. The above-captioned matter, *Bai v. TCP, et al.*, was filed on November 11, 2015, in the United States District Court for the Southern District of New York ("*Bai*") (together with *Sohal*, the "Actions"). The *Bai* action asserts securities claims based on allegations that TCP made materially false and misleading statements and omissions in its SEC filings made during the period from May 8, 2015, to November 5, 2015.

4. The Parties have conferred and agree that transfer of the *Bai* action to the United States District Court for the Northern District of Ohio is in the best interests of all parties and in the interest of justice.

5. The transfer of venue will advance judicial economy and the efficient use of resources by preventing the existence of related putative class actions pending in two different federal districts and allowing the Actions to be litigated as related cases before the court in the first-filed action.

6. The *Bai* action could have been brought in the United States District Court for the Northern District of Ohio initially, as that court would have had jurisdiction over this action had it been brought there. In addition, the Northern District of Ohio will be convenient for all parties and their potential witnesses, as defendant TCP maintains its principal place of U.S. business in Ohio, individual defendants Ellis Yan and Brian Catlett reside in Ohio, individual defendant Karel Robert den Daas' U.S. residence is in Ohio, many of TCP's employees and potential witnesses are located in Ohio, and the acts and conduct at issue occurred in substantial part in Ohio.

5, 2015, as Case No. 1:15-cv-01631 (GHW). The Court transferred the *Leach* action to the Northern District of Ohio by stipulation of the parties on May 8, 2015.

7. The Parties agree and respectfully submit that it is lawful, appropriate, and efficient for the above-captioned case to be transferred from the United States District Court for the Southern District of New York to the Northern District of Ohio pursuant to 28 U.S.C. §1404(a) because: (i) no questions of jurisdiction are implicated by this transfer; (ii) the transfer creates no prejudice to defendants or the Plaintiffs or the classes they seek to represent; and (iii) the Parties agree that conditions for transfer, in these circumstances, are satisfied.


NOW, THEREFORE, by and through their counsel of record, the Parties stipulate that the above-referenced action be transferred to the United States District Court for the Northern District of Ohio.

In the event the action is not transferred, nothing in this stipulation shall preclude defendants from raising any and all other defenses in answering, moving to dismiss, or otherwise responding to the Complaint. The Parties further agree that defendants shall have no obligation to answer or otherwise respond to the Complaint until 60 days following the date when this stipulation is “so ordered.”

Dated: January 14, 2016

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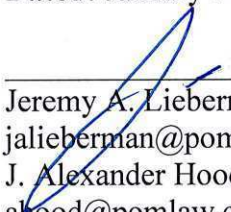
Attorneys for Defendants TCP International Holdings Ltd., Karel Robert den Daas, and Brian Catlett

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Attorneys for Defendant Ellis Yan

SO ORDERED.

Dated: January 15, 2016
New York, New York



GREGORY H. WOODS
United States District Judge